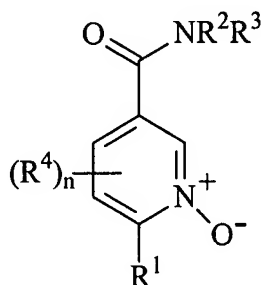


Listing of the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Currently Amended) A compound having the structure (I):



(I)

and optical isomers, diastereomers, enantiomers and pharmaceutically acceptable salts thereof, wherein

R¹ is selected from R⁵ and R⁵-(C₁-C₆heteroalkylene)- where R⁵ is selected from hydrogen, halogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted carbocycle aliphatic ring and substituted or unsubstituted heterocycle aliphatic ring, substituted or unsubstituted amino or hydroxy;

R² is hydrogen;

R³ is substituted or unsubstituted aryl or substituted or unsubstituted aryl(alkylene);

each occurrence of R⁴ is independently selected from halogen, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted carbocycle aliphatic ring and substituted or unsubstituted heterocycle aliphatic ring, substituted or unsubstituted amino or hydroxy; and

n is 0, 1, 2 or 3;

Bz provided, however, that when R^3 is phenyl, R^4 can not be halogen at the 4-position of the pyridine ring, and that when n is 0, and R^3 is phenyl ~~optionally substituted or~~ phenyl substituted by methoxycarbonyl, R^1 can not be selected from R^5 where R^5 is hydrogen.

2. - 3. (Previously Cancelled)

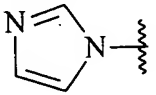
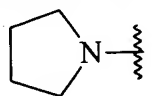
Qz 4. (Previously Amended) A compound of claim 1 wherein n is 0 or 1.

5. (Original) A compound of claim 4 wherein R^1 is R^5-SO_2- and R^5 is selected from alkyl, heteroalkyl, aryl, carbocycle, aryl(alkylene), and carbocycle(alkylene).

6. (Original) A compound of claim 5 wherein, for R^5 , alkyl is C_1-C_{10} alkyl; heteroalkyl is C_1-C_{10} alkyl with 1, 2 or 3 heteroatoms selected from N, O and S; aryl is phenyl, substituted phenyl, naphthyl or substituted naphthyl; carbocycle is C_3-C_8 carbocycle; and alkylene is C_1-C_{10} alkylene.

7. (Original) A compound of claim 5 wherein R^1 is selected from $(C_1-C_6$ alkyl) SO_2- , $PhSO_2-$, fluorinatedphenyl SO_2- , $PhCH_2SO_2-$, cyclopentyl SO_2- , *m*-carboxyphenyl SO_2- , *m*-methylphenyl SO_2- , and $HOOC-(C_1-C_4$ alkylene) SO_2- .

8. (Original) A compound of claim 1 wherein R^1 is selected from halogen, amino, hydrocarbylamino, dihydrocarbylamino, hydrocarbyloxy, hydrocarbylthio, heterocyclyl, (heteroalkyl)amino, and (heteroaryl)amino.

9. (Original) A compound of claim 7 wherein R^1 is selected from amino, $(C_1-C_6$ alkyl) $(C_1-C_6$ alkyl)amino, $PhNH-$, $PhCH_2NH-$, , , and $HOCH_2CH_2NH-$.

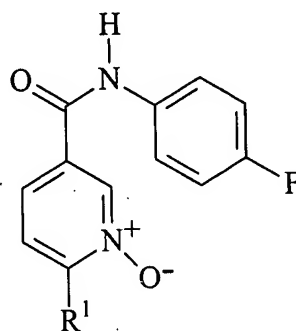
10. (Original) A compound of claim 8 wherein R^1 is selected from halide and $(C_1-C_6\text{alkyl})S-$.

11. (Original) A compound of claim 10 wherein R^1 is chloride.

12. (Previously Cancelled)

13. (Previously Amended) A compound of claim 4 wherein R^3 is aryl.

14. (Original) A compound of claim 1 having structure (II)



(II).

15. (Original) A compound of claim 14 wherein R^1 is selected from $(C_1-6\text{alkyl})SO_2-$, $PhSO_2-$, fluorinatedphenyl SO_2- , $PhCH_2SO_2-$, cyclopentyl SO_2- , *m*-carboxyphenyl SO_2- , *m*-methylphenyl SO_2- , and $HOOC-(C_1-C_4\text{alkylene})SO_2-$.

16. (Original) A compound of claim 4 wherein R^3 is benzyl or phenyl, the benzyl or phenyl having 0, 1, 2, 3 or 4 substituents selected from alkoxy, alkoxycarbonyl, alkyl, alkylamido, alkylcarbonyl, amido, benzyl optionally substituted with halogen, benzyloxy, carboxy, cyano, dialkylamido, haloalkyl, haloalkyloxy, halogen, hydroxy, nitro, oxoalkyl, phenyl optionally substituted with halogen, thioalkyl, thiocyanate, and thiohaloalkyl.

17. (Cancelled)

18. (Original) A compound of claim 1 wherein said compound is 6-Chloro-N-(4-fluoro-phenyl)-1-oxy-nicotinamide.

19. (Original) A compound of claim 1 wherein said compound is N-(4-Fluoro-phenyl)-6-(2-hydroxy-ethylamino)-1-oxy-nicotinamide.

20. (Original) A compound of claim 1 wherein said compound is 6-Bromo-N-(4-fluoro-phenyl)-1-oxy-nicotinamide.

21. (Original) A compound of claim 1 wherein said compound is 5,6-Dichloro-N-(4-fluoro-phenyl)-1-oxy-nicotinamide.

22. (Original) A compound of claim 1 wherein said compound is 6-Ethanesulfonyl-N-(4-fluoro-phenyl)-1-oxy-nicotinamide.

23. (Original) A compound of claim 1 wherein said compound is N-(4-Fluoro-phenyl)-1-oxy-6-(propane-2-sulfonyl)-nicotinamide.

24. (Original) A compound of claim 1 wherein said compound is N-(4-Fluoro-phenyl)-6-methanesulfonyl-1-oxy-nicotinamide.

25. (Original) A compound of claim 1 wherein said compound is 6-Benzenesulfonyl-N-(4-fluoro-phenyl)-1-oxy-nicotinamide.

26. (Original) A compound of claim 1 wherein said compound is N-(4-Fluoro-phenyl)-1-oxy-6-phenylmethanesulfonyl-nicotinamide.

27. (Original) A compound of claim 1 wherein said compound is 6-Chloro-N-(3-chloro-4-fluoro-phenyl)-1-oxy-nicotinamide.

28. (Original) A compound of claim 1 wherein said compound is 6-Chloro-N-(4-iodo-phenyl)-1-oxy-nicotinamide.

29. (Original) A compound of claim 1 wherein R^1 is selected from halogen, heteroalkyl or amino, R^2 is H, R^3 is aryl and R^4 is H.

30. (Previously Amended) A composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier, adjuvant or excipient.

31.-44. (Cancelled)